

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re GROUPON, INC. SECURITIES LITIGATION

This Document Relates To  
ALL CASES

: Master File No. 12 C 02450

: CLASS ACTION

: Hon. Charles R. Norgle

X

**UNDERWRITER DEFENDANTS' RESPONSE TO  
LEAD PLAINTIFF'S MOTION FOR LEAVE TO FILE  
*INSTANTER SURREPLY AND JOINDER IN GROUPON'S RESPONSE***

The Underwriter Defendants (i) join in Groupon's Response to the Motion for Leave, and (ii) write separately to address the Proposed Surreply's sole argument unique to the Underwriter Defendants (*see* Proposed Surreply at 7–8). The Underwriter Defendants clarify that the Groupon Comment Letter Response was disclosed *to the SEC* on July 14, 2011, more than three months before the November 4, 2011 IPO.

Dated: May 1, 2013

Respectfully submitted,

Jonathan Rosenberg  
William J. Sushon  
Allen Burton  
Edward Moss  
O'MELVENY & MYERS LLP  
7 Times Square  
New York, NY 10036  
(212) 326-2000

/s/ Kevin B. Duff  
Kevin B. Duff  
Michael Rachlis  
RACHLIS DUFF ADLER & PEEL, LLC  
542 South Dearborn Street, Suite 900  
Chicago, IL 60605  
(312) 733-3950

*Attorneys for the Underwriter Defendants*